

永聯資源有限公司  
**ELK-DESA RESOURCES BERHAD**

(Company No: 180164-X)

(Incorporated in Malaysia under the Companies Act, 1965)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of ELK-Desa Resources Berhad ("ELK-Desa" or the "Company") will be held at The Melia Hotel Kuala Lumpur, Alhambra Ballroom, Level M1, No. 16, Jalan Imbi, 55100 Kuala Lumpur, Malaysia on Friday, 21 August 2015 at 11.00 a.m. or immediately following the conclusion of the Company's 26th Annual General Meeting, whichever is later, or at any adjournment thereof, for the purpose of considering and, if thought fit, passing the following resolution, with or without modification:

**ORDINARY RESOLUTION**

**PROPOSED RENOUNCEABLE RIGHTS ISSUE OF UP TO 62,500,000 NEW ORDINARY SHARES OF RM1.00 EACH ("RIGHTS SHARE(S)") ON THE BASIS OF ONE (1) RIGHTS SHARE FOR EVERY TWO (2) EXISTING ORDINARY SHARES OF RM1.00 EACH IN ELK-DESA ("ELK-DESA SHARE(S)") HELD ON AN ENTITLEMENT DATE TO BE DETERMINED LATER ("ENTITLEMENT DATE") ("PROPOSED RIGHTS ISSUE")**

"**THAT**, subject to and conditional upon the approvals of all relevant authorities being obtained, approval be and is hereby given to the Directors of the Company ("**Directors**") to provisionally allot and issue by way of renounceable rights issue of up to 62,500,000 new ordinary shares of RM1.00 each ("**Rights Share(s)**") at the issue price of RM1.20 per Rights Share on the basis of one (1) Rights Share for every two (2) existing ordinary shares of RM1.00 each in ELK-Desa ("**ELK-Desa Share(s)**") held on an entitlement date to be determined later, to disregard fractional entitlements under the Proposed Rights Issue and to deal with the aggregate of such fractions as the Directors of the Company may at their absolute discretion deem fit and expedient and in the best interests of the Company and to deal with the excess Rights Shares not subscribed by the entitled shareholders in the manner as detailed in Section 2.1 of the Circular to shareholders of ELK-Desa dated 23 July 2015 ("**Circular**"), AND THAT the Rights Shares so allotted and issued to the shareholders shall rank pari passu in all respects with the existing ELK-Desa Shares, except that the respective registered holders of the Rights Shares will not be entitled to any dividends, rights, allotments and/or distributions that may be declared, made or paid prior to the allotment and issue of the Rights Shares, AND THAT the Directors be and are hereby authorised to enter into any underwriting agreement for the underwriting of the said Rights Shares with such parties and upon such terms and conditions as the Directors may decide;

**AND THAT** the Directors of the Company be and are hereby empowered and authorised to do all such acts, deeds and things to execute, sign and deliver on behalf of the Company all such documents and enter into any arrangements, agreements and/or undertakings with any party or parties as they may deem fit, necessary or expedient or appropriate in order to implement, finalise and/or give full effect to the Proposed Rights Issue with full powers to assent to any terms, conditions, modifications, variations and/or amendments as may be required by the relevant authorities or deemed necessary by the Directors in the best interests of the Company."

**BY ORDER OF THE BOARD**

**LOKE WENG FOOK (MIA 6573)**  
Company Secretary

Kuala Lumpur  
23 July 2015

Notes:-

1. *In respect of deposited securities, only members whose names appear in the Record of Depositors as at Friday, 14 August 2015 ("General Meeting Record of Depositors") shall be eligible to attend the meeting.*
2. *A member entitled to attend and vote at the meeting is entitled to appoint not more than one proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. The instrument appointing a proxy shall be in writing under the hand of the appointor or his attorney duly authorised in writing or if such appointor is a corporation, under its common seal or the hand of its attorney. The provision of Section 149(1)(b) of the Companies Act, 1965 shall not apply to the Company.*
3. *Where a member of the company is an exempt authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, which holds ordinary shares in the company for multiple beneficial owners in one securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds.*
4. *Where an exempt authorised nominee appoints two (2) or more proxies, the appointments shall be invalid unless he specifies the proportion of his holdings to be represented by each proxy.*
5. *All forms of proxy should be deposited at the Company's Registrar Office at Tricor Investor Services Sdn Bhd, Level 17, The Gardens North Tower, Mid Valley City, Lingkaran Syed Putra, 59200 Kuala Lumpur, not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. (Last day of lodgement of proxy forms is on Wednesday, 19 August 2015 before 11.00 a.m.)*